

FILED
10AM
SEP 1 1982*Michael C. Kingston*
SECRETARY OF STATECERTIFICATE OF OWNERSHIP AND MERGER
MERGING

M. E. P. INDUSTRIES, INC., AN ILLINOIS CORPORATION

INTO

COLT INDUSTRIES OPERATING CORP

* * * * *

COLT INDUSTRIES OPERATING CORP, a corporation organized
and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 28th day of
April, 1964, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all the outstanding shares of
the stock of M. E. P. Industries, Inc., a corporation incorporated on the
24th day of August, 1973, pursuant to the Business Corporation Act of the
State of Illinois.

THIRD: That this corporation, by the following resolutions of its
Board of Directors, duly adopted by the unanimous written consent of its
members, filed with the minutes of the Board on the 30th day of August,
1982, determined to and did merge into itself said M. E. P. Industries, Inc.

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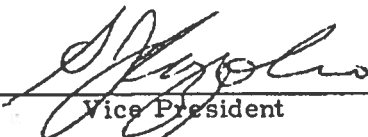
"RESOLVED, that the Corporation merge, and it hereby does merge, into itself said M. E. P. Industries, Inc., and that this Corporation assume, and it hereby does assume, all of its obligations; and

"FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said COLT INDUSTRIES OPERATING CORP caused this certificate to be signed by Salvatore J. Cozzolino, its Vice President, and attested by William D. Ford, its Secretary, this 31st day of August, 1982.

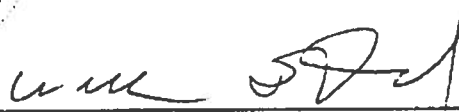
COLT INDUSTRIES OPERATING CORP

By


Vice President

ATTEST:




Secretary

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Certificate of Ownership of the "COLT INDUSTRIES OPERATING CORP.",
a corporation organized and existing under the laws of the State of Delaware,
merging "M.E.P. INDUSTRIES, INC.",
a corporation organized and existing under the laws of the State of Illinois,
pursuant to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the first day of September,
A.D. 1982, at 10 o'clock A. M.

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